

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 2001-21-C - ORDER NO. 2005-532
SEPTEMBER 27, 2005

IN RE:	Application of American Fiber Network, Inc.)	ORDER APPROVING
	for a Certificate of Public Convenience and)	TRANSFER OF
	Necessity to Provide Intrastate Resold)	CONTROL
	Telecommunications Services and Local)	
	Exchange Services within the State of South)	
	Carolina.)	

This matter comes before the Public Service Commission of South Carolina (the Commission) on the document filed with the Commission describing a transaction between Mobilepro Corporation (Mobilepro) and American Fiber Network, Incorporated (AFN)(collectively with Mobilepro, the parties) which will result in a transfer of control of AFN to Mobilepro. Mobilepro has entered into an agreement with AFN through which AFN will merge with and into AFN Acquisition Corporation, a newly created, wholly-owned subsidiary of Mobilepro. Simultaneously, AFN Acquisition Corporation will change its name to American Fiber Network, Incorporated, which will be the surviving corporation. As a result, AFN will become a wholly-owned subsidiary of Mobilepro. According to the filing, the transaction has been structured such that it will be transparent to AFN's customers in South Carolina. The transaction will not affect the rates, terms or conditions under which AFN provides service in South Carolina. The transaction will be a combination stock and cash transaction by which AFN will continue as a going concern. The filing also states that the transaction will not affect the rates, terms or

conditions under which AFN provides service in South Carolina. The transaction also will not affect the name under which AFN provides service in South Carolina, and will not cause disruption to the services received by AFN customers in South Carolina. AFN currently provides resold and facilities-based local exchange service, resold and facilities-based long distance operator services, voicemail and other standard voice features, and DSI services. AFN is authorized to provide resold local and long distance services in South Carolina by Order No. 2001-367, Docket No. 2001-21-C, dated April 24, 2001.

Pursuant to instructions from the Commission's Docketing Department, the parties published a Notice of Filing in newspapers of general circulation in the parties' affected service areas. The Parties furnished proof that they had complied with the directions of the Commission's Docketing Department. No Petitions to Intervene or Protests were received.

Accordingly, the Parties moved for expedited review of this matter, requesting that the matter be decided based on the Application and verified written testimony of Geoff Amend. Since there were no Petitions to Intervene or Protests, we grant the Motion for Expedited Review and will proceed to decide the case based on the Application and Amend's verified testimony, utilizing the Commission agenda session as the hearing in the matter.

Geoff Amend, Secretary and General Counsel of Mobilepro, provided verified written testimony. Amend noted that Mobilepro and AFN entered into an agreement dated June 30, 2005, under which AFN would be merged with and into AFN Acquisition Corp. (AFNAC), a newly created wholly-owned subsidiary of Mobilepro. AFNAC would then change its name to American Fiber Network, Inc., which would survive the merger

as a wholly-owned subsidiary of Mobilepro. Douglas Bethell, who currently owns 100% of the equity of AFN, would receive a combination of cash and Mobilepro stock as part of the transaction. Mr. Bethel would continue to run the day to day operations of AFN.

According to Amend, Mobilepro is financially, managerially, and technically qualified to acquire AFN. Mobilepro currently offers telecommunications services through three wholly-owned subsidiaries. Further, Amend states that the transaction will not cause any service interruptions or have any impact on AFN's day-to-day operations in South Carolina. AFN's customers will continue to receive services under the same rates, terms, and conditions. The transactions would be virtually transparent to AFN's customers. In addition, Amend notes that the combined Mobilepro and AFN will be able to compete more effectively against incumbent carriers and larger competitive carriers that have substantial resources and can offer a wide range of facilities-based service offerings. Accordingly, Amend believes that the approval of the transfer of control is in the public interest.

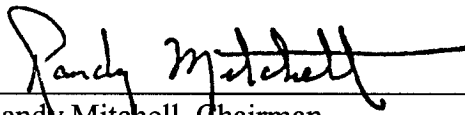
We would also note that the Office of Regulatory Staff (ORS) reviewed the documents in this matter, as well as Amend's testimony. ORS agrees that the transfer of control of American Fiber Network, Inc. to Mobilepro Corp. will be virtually transparent to AFN's customers, because these customers will continue to receive services under the same rates, terms and conditions. ORS has no objection to the parties' request for expedited review, nor does it have an objection to approval of the Application. ORS does ask that the resultant company file an updated listing of authorized representatives, as well as contact information.

We have examined the entire record in this case, and have concluded that the transfer of control of American Fiber Network, Inc. to Mobilepro Corp. should be approved. It appears to us, based on the verified testimony, that the transfer will be virtually transparent to AFN's customers. The customers will continue to receive services under the same rates, terms, and conditions. Further, the transfer of control is in the public interest, because the combined entities will be able to compete more effectively against incumbent carriers and larger competitive carriers that have substantial resources and can offer a wide range of facilities-based service offerings.

IT IS THEREFORE ORDERED:

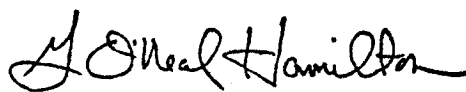
1. The transfer of control of American Fiber Network, Inc. to Mobilepro Corp. is approved.
2. The Company shall file an updated listing of authorized representatives, as well as contact information with the Commission and ORS.
3. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:



Randy Mitchell, Chairman

ATTEST:



G. O'Neal Hamilton, Vice-Chairman

(SEAL)